

WEX Inc.  
Form 8-K  
June 17, 2016

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)      June 16, 2016

**WEX Inc.**

(Exact name of registrant as specified in its charter)

**Delaware                              001-32426                              01-0526993**

(State or other jurisdiction

of incorporation)                              (Commission File Number)      (IRS Employer Identification No.)

**97 Darling Avenue, South Portland, ME                              04106**

Address of principal executive offices                              Zip Code

Registrant's telephone number, including area code      **(207) 773-8171**

(Former name or former address if changes since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 7.01 Regulation FD Disclosure.**

As previously reported, on October 18, 2015, WEX Inc. (“WEX”) entered into a Unit Purchase Agreement with Mustang HoldCo 1 LLC, Warburg Pincus Private Equity (E&P) XI - B, L.P., Warburg Pincus Private Equity XI-C, L.P., WP XI Partners, L.P., Warburg Pincus Private Equity XI-B, L.P., WP Mustang Co-Invest-B, L.P., WP Mustang Co-Invest-C L.P., Warburg Pincus XI (E&P) Partners-B, L.P., and Warburg Pincus (E&P) XI, L.P. (collectively, the “Sellers”), WP Mustang Topco LLC (the “Target”) and Warburg Pincus Private Equity XI (Lexington), LLC (the “Blocker”), under which WEX has agreed to purchase the Target and the Blocker from the Sellers (the “Acquisition”).

On June 16, 2016, WEX received clearance from the Federal Trade Commission (the “FTC”) under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 to proceed with the Acquisition. A copy of the news release announcing the FTC clearance is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference in this Item 7.01.

Exhibit 99.1 and the information contained in this Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or under the Exchange Act.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The exhibit listed on the Exhibit Index are furnished as part of this Current Report on Form 8-K.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**WEX INC.**

Date: June 17, 2016 By: /s/ Gregory A. Wiessner  
Name: Gregory A. Wiessner  
Title: Vice President, Corporate  
Securities Counsel

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**EXHIBIT INDEX**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>                    |
|---------------------------|--|
| 99.1                      | News release of WEX Inc. dated June 17, 2016 |